

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

RICHARD A. WILLIAMSON, ON BEHALF
OF AND AS TRUSTEE FOR AT HOME
BONDHOLDERS' LIQUIDATING TRUST

Plaintiffs,

v.

VERIZON COMMUNICATIONS INC.,
VERIZON SERVICES CORP.,
VERIZON CORPORATE RESOURCES
GROUP LLC, VERIZON DATA SERVICES
LLC, VERIZON NEW YORK INC.,
AT&T INC., AT&T OPERATIONS, INC.,
AT&T SERVICES, INC.,

Defendants.

CIVIL ACTION

ECF CASE

Civil Action No. 1:11-cv-04948 (LTS)(KNF)

**DECLARATION OF STEVEN
THRELKELD IN SUPPORT OF
AT&T INC.'S MOTION TO DISMISS**

**DECLARATION OF STEVEN THRELKELD IN SUPPORT OF
AT&T INC'S MOTION TO DISMISS**

I, Steven Threlkeld hereby declare as follows:

1. I am over the age of twenty-one and fully competent to make this Declaration, I make this Declaration upon personal knowledge.

2. I am an Executive Director in the Finance Department of AT&T Services, Inc. I have been in that position since 1998 and with the Company since 1984. As Accounting Controller, I am personally familiar with the corporate structure of AT&T Inc., and AT&T Services, Inc. All of the statements in this Declaration are, unless otherwise indicated, based upon my personal knowledge, review of corporate and business records and interviews with appropriately knowledgeable persons. The statements contained herein are true and correct.

3. In connection with their opposition to AT&T Inc.'s motion to dismiss for lack of personal jurisdiction, Plaintiffs alleged that AT&T Inc. owns two parcels of real property in New

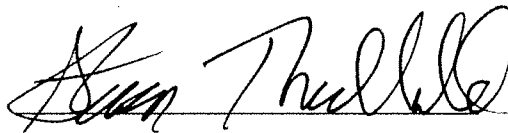
York City, located at 811 Tenth Avenue and 33 Thomas Street.

4. Upon reviewing corporate and business records, including the title records for 811 Tenth Avenue and 33 Thomas Street, I have determined that AT&T Inc. does not own and has never owned either of these properties.

5. Attached as Exhibit 1 is a true and accurate copy of the deed to 811 Tenth Avenue confirming that AT&T Inc. is not the registered owner of the property. Attached as Exhibit 2 is a true and accurate copy of deed to 33 Thomas Street confirming that AT&T Inc. is not the registered owner of the property.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Executed this 9th day of May 2012.

A handwritten signature in black ink, appearing to read "Steven Threlkeld", written over a horizontal line.

Steven Threlkeld

EXHIBIT 1

Route 811 Tenth Ave New York

urled ☐ MKR ☐
 able, ☐ POLE ☐
 ele ☐ M.H. ☐
 ing, ☐ Sta. Nos. ☐ From to Incl. ☐
 of ☐
 conduit ☐

Lgth. PV HI

Owner or New York Telephone Company
 transfer 1095 Ave of the Americas
 and New York, New York
 address 33 Ave of the Americas
 drs. of Wtms. 33 Ave of the Americas

count	O/D	Area	Est. or Job	Amount
Instruments attached and pertinent information, if any:				
Option or Easement	Deed	BP	DR or MR	Other
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Divestiture M.F.J. 8/24/82

Deed H.C.

Block 1082 Lot. #25

Codes: Pole UG N

Old ☐ = ☐New ☐ - ☐Pd. by Draft No. M418
(11-66)

AMERICAN TELEPHONE & TELEGRAPH COMPANY
AT&T COMMUNICATIONS OF NEW YORK, INC.
Divestiture - New York Telephone Company

811 10th Avenue
New York, New York

December 31, 1983

1. Deed from New York Telephone Company to AT&T Communications of New York, Inc. dated December 31, 1983, and recorded on January 27, 1984 in the Office of the City Register, New York County in Reel 759, Page 1199, conveying real property located at 811 10th Avenue, New York, New York.

Pursuant to and in compliance with the Modification of Final Judgment entered by the District Court for the District of Columbia in United States v. Western Electric Co., et. al, Civil Action No. 82-0192, and the Plan of Reorganization approved by said District Court on August 5, 1983, New York Telephone Company conveyed title to the above property as of December 31, 1983 to AT&T Communications of New York, Inc.

436601
REGISTER NO.

DEED

THIS INDENTURE, made the 31st day of December, 1983, between NEW YORK TELEPHONE COMPANY, a corporation created and existing under the laws of the State of New York, having its principal office at 1095 Avenue of the Americas, New York, New York, party of the first part, and AT&T COMMUNICATIONS OF NEW YORK, INC., a corporation created and existing under the laws of the State of New York, having its principal office at 32 Avenue of the Americas, New York, New York, party of the second part,

W I T N E S S E T H:

In consideration of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, and pursuant to the Modification of Final Judgment entered by the District Court for the District of Columbia in United States v. Western Electric Co., et al, Civil Action No. 82-0192, and the Plan of Reorganization approved by the District Court on August 5, 1983, the party of the first part does hereby grant and release unto the party of the second part, its successors and assigns forever, all that certain plot, piece or parcel of land as more fully described in Schedule A annexed hereto and made a part hereof;

Together with the appurtenances and with all improvements thereon and fixtures attached thereto, and all the estate and rights of the party of the first part in and to said premises;

Subject to the lien of the Refunding Mortgage between party of the first part and Bankers Trust Company, Trustee, dated October 1, 1921, as amended and supplemented;

And the party of the first part does covenant with the party of the second part that it will, upon the reasonable request of the party of the second part, its successors and assigns, execute, acknowledge, and deliver such further instruments as may reasonably be required to make effective and confirm this conveyance and to aid and assist the party of the second part, its successors and assigns, in obtaining possession of the premises and in establishing its title to the premises.

IN WITNESS WHEREOF, the party of the first part has caused this instrument to be executed by its duly authorized officers as of the date first set forth above.

NEW YORK TELEPHONE COMPANY

By P. C. O'Brien
P. C. O'Brien
Vice President - Support
Services

Assistant Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 31st day of December, 1983, before me personally came P. C. O'Brien, to me known, who being by me duly sworn, did depose and say that he resides at 747 Butternut Drive, Franklin Lakes, New Jersey; that he is the Vice President - Support Services of NEW YORK TELEPHONE COMPANY, the corporation described in and which executed the foregoing instrument, that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

BARBARA A. VARIANTE Barbara A. Variante
Notary Public, State of New York
No. 41-4783727, Qual. in Queens Co.
Certificate filed in New York Co.
Commission Expires March 20, 1985

REGISTER NO. 436001

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PAGE 1139

SCHEDULE A

212 90-56803

ALL that certain lot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, City, County and State of New York, bounded and described as follows:

BEGINNING at the corner formed by the intersection of the Westerly side of Tenth Avenue with the Northerly side of West 53rd Street; running thence NORTHERLY, along the Westerly side of Tenth Avenue 200 feet 10 inches to the Southerly side of West 54th Street; thence WESTERLY, along the Southerly side of West 54th Street, 329 feet 7-3/4 inches to the Easterly face of the Easterly wall of the four story building on the premises adjoining the herein described premises on the West; thence SOUTHERLY, parallel with said Westerly side of Tenth Avenue and partly along said Easterly face of said wall of said adjoining four story building, 200 feet 10 inches to the Northerly side of West 53rd Street; thence EASTERLY, along the Northerly side of West 53rd Street 329 feet 7-3/4 inches to the corner, at the point or place of Beginning.

BEING AND INTENDED to be the same property conveyed to the party of the first part by Globe Estates, Inc. by deed dated January 22, 1960 and recorded in the Office of the City Register, New York County on January 26, 1960 in Liber 5104 of Deeds at page 381.

REGISTER NO. 436001

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PAGE 1200

REGISTER

CLINTON COUNTY

22

AM 27-83 11-27-1979 A

211-2783 12,718 - 211

23

NO ORIGINAL

105-106

Record of Returns
David Clarkman, Esq.

PHILLIPS, NIZER, BENJAMIN, KRIM & BALLEW
40 WEST 57th STREET
NEW YORK, NEW YORK 10019

EXHIBIT 2

REEL 882 PC 1129

ARTICLE I

DEFINITIONS

Each of the capitalized terms used herein shall have the meanings set forth as follows.

1.1 "Allocated Share" shall mean, as to any Owner, a fraction whose numerator is the usable square footage of floor area in the Building owned by such Owner and whose denominator is the total usable square footage in the Building, excluding however from both numerator and denominator any square footage which is a Service Area or is utilized for Facilities, usable square footage in the Building being allocated as 86.6% to Owner A and 13.4% to Owner B.

1.2 "Antennae" shall mean any severable device located on or adjacent to the Building which functions as the transmitting or receiving point for telecommunication signals sent to or from the Building through the atmosphere.

1.3 "Building" shall mean all improvements situated within and upon the Land.

1.4 "Building A" shall mean the portion of the building located within Unit A.

1.5 "Building B" shall mean the portion of the building located within Unit B.

1.6 "Cable" shall mean cable or other transmission media, including power lines running to and from a

759 1185

DEED

THIS INDENTURE, made the 31st day of December, 1983, between NEW YORK TELEPHONE COMPANY, a corporation created and existing under the laws of the State of New York, having its principal office at 1095 Avenue of the Americas, New York, New York, party of the first part, and AT&T COMMUNICATIONS OF NEW YORK, INC., a corporation created and existing under the laws of the State of New York, having its principal office at 32 Avenue of the Americas, New York, New York, party of the second part,

W I T N E S S E T H:

In consideration of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, and pursuant to the Modification of Final Judgment entered by the District Court for the District of Columbia in United States v. Western Electric Co., et al, Civil Action No. 82-0192, and the Plan of Reorganization approved by the District Court on August 5, 1983, the party of the first part does hereby grant and release unto the party of the second part, its successors and assigns forever, all that certain plot, piece or parcel of land as more fully described in Schedule A annexed hereto and made a part hereof;

Together with the appurtenances and with all improvements thereon and fixtures attached thereto, and all the estate and rights of the party of the first part in and to said premises;

The premises conveyed by this Indenture are subject to that certain Declaration of Easements and Operating Restrictions, dated as of December 31, 1983.


Subject to the lien of the Refunding Mortgage between party of the first part and Bankers Trust Company, Trustee, dated October 1, 1921, as amended and supplemented;

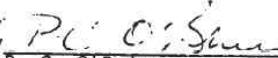
And the party of the first part does covenant with the party of the second part that it will, upon the reasonable request of the party of the second part, its successors and assigns, execute, acknowledge, and deliver such further instruments as may reasonably be required to make effective and confirm this conveyance and to aid and assist the party of the second part, its successors and assigns, in obtaining possession of the premises and in establishing its title to the premises.

IN WITNESS WHEREOF, the party of the first part has caused this instrument to be executed by its duly authorized officers as of the date first set forth above.

NEW YORK TELEPHONE COMPANY

ATTEST:


Assistant Secretary

By 
P. C. O'Brien
Vice President - Support
Services

- 2 -

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this 31st day of December, 1983, before me personally came P. C. O'Brien, to me known, who being by me duly sworn, did depose and say that he resides at 747 Butternut Drive, Franklin Lakes, New Jersey; that he is the Vice President - Support Services of NEW YORK TELEPHONE COMPANY, the corporation described in and which executed the foregoing instrument, that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

BARBARA A. VARIALE
 Notary Public, State of New York
 No. 414733727 Term in January 2006
 Certificate issued in New York City
 Commission Expires March 24, 2006

Barbara A. Variale
 Notary Public

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